

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

In the Matter of the Application)

of)

Docket No. 04-0140

PARADISE MERGERSUB, INC., GTE)
CORPORATION, VERIZON HAWAII INC.,)
BELL ATLANTIC COMMUNICATIONS, INC.,)
AND VERIZON SELECT SERVICES INC.)

For approval of a merger transaction and)
related matters)
_____)

PUBLIC UTILITIES
COMMISSION

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FILED

PACIFIC LIGHTNET, INC.'S FIRST SET OF REQUESTS FOR INFORMATION TO
PARADISE MERGERSUB, INC., GTE CORPORATION, VERIZON HAWAII INC., BELL
ATLANTIC COMMUNICATIONS, INC., AND VERIZON SELECT SERVICES INC.

AND

CERTIFICATE OF SERVICE

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VERIZON SELECT SERVICES INC.

Pacific LightNet, Inc. submits the following Requests for Information pursuant to the Stipulated Procedural Order filed with the Commission on August 23, 2004.¹

I. DEFINITIONS AND INSTRUCTIONS

1. "PLNI" refers to Pacific LightNet, Inc.
2. The terms "Applicants," "Paradise MergerSub, Inc.," "GTE Corporation," "Verizon Hawaii Inc.," "Bell Atlantic Communications, Inc.," "Verizon Select Services Inc.," "Carlyle," "Telco Hawaii" and "Verizon AssetCo" shall be as defined in the Application dated June 21, 2004 and shall include, but not be limited to, all of such entity's predecessor companies, present and former officers, attorneys, employees, servants, agents, and representatives, and any person acting on such entity's behalf. The "Company" shall refer to both Telco Hawaii and Verizon AssetCo together.

¹ It is Pacific LightNet's understanding that the parties have agreed to follow the deadlines set forth in the Stipulated Procedural Order pending the Commission's review of same.

3. The term “including” means “including, but not limited to.”

4. “List,” “describe,” “explain,” “specify,” or “state” shall mean to set forth fully, in detail, and unambiguously each and every fact of which the Applicants or their agents or representatives have knowledge which is relevant to the answer called for by the Request.

5. The terms “document” or “documents” shall include, without limitation, any writings and documentary material of any kind whatsoever, both originals and copies (regardless of origin and whether or not including additional writing thereon or attached thereto), and any and all drafts, preliminary versions, alterations, modifications, revisions, changes and written comments of and concerning such material, including but not limited to: correspondence, letters, memoranda, notes, reports, directions, diagrams, schemata, studies, investigations, questionnaires and surveys, inspections, permits, citizen complaints, papers, files, books, manuals, instructions, records, pamphlets, forms, contracts, contract amendments or supplements, contract offers, tenders, acceptances, counteroffers or negotiating agreements, notices, confirmations, telegrams, communications sent or received, print-outs, diary entries, calendars, tables, compilations, tabulations, charts, graphs, maps, recommendations, ledgers, accounts, worksheets, photographs and any other pictorial representations, tape recordings, movie pictures, videotapes, transcripts, logs, workpapers, minutes, summaries, notations and records of any sort (printed, recorded or otherwise) of any oral communication whether sent or received or neither, and other written records or recordings, in whatever form, stored or contained in or on whatever medium including computerized or digital memory or magnetic media that:

A. are now or were formerly in your possession, custody or control; or

B. are known or believed to be responsive to these Requests, regardless of who has or formerly had custody, possession or control.

6. The term “Application” shall mean the Application for Approval of Merger Transaction and Related Matters filed with the Hawaii Public Utilities Commission on June 21, 2004.

7. The term “date” shall mean the exact day, month and year, if ascertainable, or if not, the best approximation thereof, including relationship to other events.

8. The term “person” or “persons” means and includes any individual, committee, task force, division, department, company, contractor, state, federal or local government agency, corporation, firm, association, partnership, joint venture or any other business or legal entity.

9. The terms “identify” and “identity” when used with reference to a natural person mean to state his or her full name, present or last known address, present or last known telephone number, present or last known place of employment, position or business affiliation, his or her position or business affiliation at the time in question, and a general description of the business in which he or she is engaged.

10. The terms “identify” and “identity” when used with respect to any other entity mean to state its full name, the address of its principal place of business and the name of its chief executive officers.

11. The terms “identify” and “identity” with respect to a document mean to state the name or title of the document, the type of document (*e.g.*, letter, memorandum, telegram, computer input or output, chart, etc.), its date, the person(s) who authored it, the person(s) who signed it, the person(s) to whom it was addressed, the person(s) to whom it was sent, its general subject matter, its present location, and its present custodian. If any such document was but is no longer in the Applicants’ possession or subject to its control, state what disposition was made of it and explain the circumstances surrounding, and the authorization for, such disposition, and state the date or approximate date thereof.

12. The terms “identify” and “identity” with respect to any non-written communication mean to state the identity of the natural person(s) making and receiving the communication, their respective principals or employers at the time of the communication, the date, manner and place of the communication, and the topic or subject matter of the communication.

13. The term “Section 251” means Section 251(a) through (c) of the Telecommunications Act of 1996.

14. If the Applicants file a timely objection to any portion of a request, definition, or instruction, respond to or comply with the remaining portion(s).

15. In these requests the singular shall also be treated as plural and vice-versa.

16. Each response should include the name of the person(s) providing the response.

17. If any part of a document is responsive to any request, the whole document is to be produced, with the responsive portion clearly identified.

18. Please identify each and every document to which you assert a claim of privilege or objection to production by stating in writing a general description of the document, its title, number of pages, date of preparation, person(s) who prepared the document, any person(s) who received or reviewed the document in original or other form, and the current custodian(s) of the document, and state in writing the nature and basis for each claim of privilege or objection asserted for the document.

19. If the Applicants claim that any portion of a document is privileged, the Applicants shall provide those portions of the document to which the Applicants are not claiming a privilege until such claim of privilege is resolved. This instruction shall not waive any rights PLNI may have in connection with challenging any claim of privilege asserted by the Applicants.

20. These requests are continuing in nature and, thus, the Applicants are under a continuing duty to promptly supplement, correct or revise any response provided when the passage of time or change of circumstances would require a response to be supplemented, corrected or revised.

21. Each request should be answered in writing on a separate page. Each response should contain the question being answered.

II. REQUESTS FOR INFORMATION

General Back-Office

- PLNI-IR-1 Please identify all components comprising the Company's estimate that it will spend \$24 million for back office infrastructure and IT. [Ref: Exhibit 6, Schedule I, footnote 3, p. 3]
- PLNI-IR-2 Please provide all documents provided to the Consumer Advocate relating to CA-IR-9.²
- PLNI-IR-3 Please provide all documents provided to the Consumer Advocate relating to CA-IR-10.
- PLNI-IR-4 Please provide Attachment CA-IR-32(Part 1) as referenced in the Applicant's response to CA-IR-32.
- PLNI-IR-5 Please identify by vendor and product name all billing, provisioning or other back-office platforms the Company is considering or evaluating at this time.
- PLNI-IR-6 Please describe the Company's alternate plan(s) if it is not able to reach a mutually-acceptable definitive agreement with BearingPoint within 90 days or at all. [Ref: Applicants' response to CA-IR-37a]
- PLNI-IR-7 Please explain the difference between the interim agreement signed by BearingPoint on August 6, 2004, as referenced in Applicants' response to CA-IR-37a, and the following document referenced in Applicants' response to CA-IR-37c: "A signed term sheet with BearingPoint for the back office systems integration will be provided upon execution."
- PLNI-IR-8 Does BearingPoint have any responsibilities or obligations under the interim agreement in the event a definitive agreement is not reached? If yes, please include in your answer the provisions from the agreement that reference such responsibilities or obligations.
- PLNI-IR-9 In response to CA-IR-35, the Applicants state that "[d]uring the next 45 days, Verizon functional subject matter experts will work with the Verizon Information Technology support team and Carlyle to complete this [transition and cutover] plan." Please explain BearingPoint's role, if any, in developing the transition and cutover plan.

² Irrespective of whether it makes a specific request herein, PLNI expressly reserves its rights to obtain any and all IR responses and attachments the Applicants previously provided to the Consumer Advocate. PLNI understands that the Applicants are currently evaluating the extent to which they will voluntarily produce such information, and, depending, on their ultimate response, PLNI will determine an appropriate course of action at that time.

- PLNI-IR-10 Please provide all drafts of the transition and cutover plan.
- PLNI-IR-11 In response to CA-IR-36f, Carlyle states that it “was unable to perform a ‘mapping’ of mainland support services presently provided by Verizon entities to the Company’s new cost structure, which was developed on a ‘bottoms-up’ basis based on Carlyle’s expertise, input from telephone company operating consultants and analysis of operating metrics for comparable local exchange carriers.”
- a. Please list each of the support services identified in Carlyle’s “bottoms-up” approach.
 - b. Please identify the “telephone company operating consultants” referred to in the above statement.
 - c. Please identify the “comparable local exchange carriers” referred to in the above statement.
- PLNI-IR-12 Please provide the date on which the Cutover Planning Committee (as defined in Section 4.2(a) of the Transition Services Agreement) held its first meeting.
- PLNI-IR-13 Please indicate whether Buyer requested from Supplier (as those terms are defined in the Transition Services Agreement) a Linked Services Report. If yes, please provide a copy of all Linked Services Reports.
- PLNI-IR-14 Please provide a copy of the Termination Schedule and Opt-out Notice referenced in Section 4.1(a) of the Transition Services Agreement.
- PLNI-IR-15 Please provide a copy of all additional schedules of Transition Services as referenced in Section 2.1(b) of the Transition Services Agreement.
- PLNI-IR-16 Please identify which Transition Services cannot be performed without a license for Third Party Intellectual Property and any Linked Services. [Reference: Section 5.3 of the Transition Services Agreement]
- PLNI-IR-17 Please list the Third Party Intellectual Property licenses obtained by the Surviving Corporation (as defined in the Transition Services Agreement) to date.
- PLNI-IR-18 For any Third Party Intellectual Property licenses not already obtained, please indicate the date on which the Surviving Corporation expects to obtain such licenses.
- PLNI-IR-19 Please identify the source(s) of funding the Company will use to pay the amounts due under the Transition Services Agreement and whether any contingencies apply to such source(s).
- PLNI-IR-20 For each of the following services listed in response to CA-IR-36e, please explain why the service will not be provisioned by Verizon for a period of nine months following the closing of the transaction:

- F-8 Transport and Data Tier II Technical Support
- F-10 Switch Tier II Technical Support Services
- F-11 Power Tier II Technical Support Services
- F-1 STP Tier II Technical Support Services/Database Function
- O-2 Tariffs Support
- PLNI-IR-21 Please provide a copy of BearingPoint’s proposal detailing the transition of each system, as referenced in response to CA-IR-37a, including all modifications thereto.
- PLNI-IR-22 Please identify by vendor and product name the “state-of-the-art third-party software” Carlyle intends to deploy. [Ref: Response to CA-IR-37a]
- PLNI-IR-23 Please indicate which back-office systems Carlyle believes it can improve upon, and why. [Reference: Response to CA-IR-38a]
- PLNI-IR-24 Please indicate whether Carlyle has assumed any increases to wholesale or UNE rates in the financial model. [Ref: Response to CA-IR-11]
- PLNI-IR-25 For each of the target companies listed in response to CA-IR-6, please identify all competitive local exchange carriers that were purchasing Section 251(c) interconnection services from such company at the time of the acquisition.
- PLNI-IR-26 Please identify which assets of the Company used to provide section 251(c) interconnection services to PLNI will be pledged as security for the senior secured term facilities. [Ref: Application at p. 26]
- PLNI-IR-27 Please list all conditions under the senior secured term facilities pursuant to which the holders of such facilities could take possession of the pledged assets.
- PLNI-IR-28 The Applicants state that “based on these financial projections, TelCo Hawaii will be able to provide sufficient dividends to MergerSub, thereby allowing MergerSub to adequately service its financing obligations,” and further, that “AssetCo is also expected to provide dividends to MergerSub, which will also be utilized by MergerSub to service its financing obligations.” In the event the expected dividends are not paid, please describe the Company’s plans to service its financing obligations. [Ref: Application at p. 14]
- PLNI-IR-29 Please provide a copy of the “extensive plans to create and establish in Hawaii substantially all of the major required back office functions currently handled by Verizon Hawaii’s affiliates on the mainland.” [Ref: Application at p. 14]
- PLNI-IR-30 How many employees does the Company anticipate hiring to staff its back-office departments? Please provide a break-down by department.

- PLNI-IR-31 Does the Company intend to reduce the Hawaii-based staff in any other departments? If so, what departments will be subject to such reductions in force, and how many employees or positions will be eliminated in each department?
- PLNI-IR-32 Please state whether Carlyle has developed an alternative plan, or otherwise intends, to provide any Section 251 services through present or future facilities it controls or may control in other states or territories. If so, please identify the applicable services and locations of such facilities.

Pre-Ordering

- PLNI-IR-33 Please state the number of customer service representatives (CSRs) that will be assigned to address CLEC questions concerning the ordering process.
- PLNI-IR-34 Please describe how the Company intends to make network information available to CLECs for the CLEC's use in preparing access service requests (ASRs) and local service requests (LSRs).

Ordering and Provisioning

- PLNI-IR-35 Please describe the Company's standard and expedited provisioning intervals for access services.
- PLNI-IR-36 Please describe the Company's standard and expedited provisioning intervals for local service requests.
- PLNI-IR-37 Does the Company intend to develop standard price lists for expedited, overtime and outside plant work necessary to fulfill orders?
- PLNI-IR-38 Please describe the Company's guidelines for making modifications to ASRs (Verizon refers to these as SUP guidelines).
- PLNI-IR-39 Will the Company guarantee firm order commitment (FOC) dates? If not, what circumstances would permit the Company to modify the FOC date?
- PLNI-IR-40 Does the Company intend to provide a real-time web interface for submitting ASRs and LSRs? If so, will the web interface contain an error detection facility?
- PLNI-IR-41 Will ASRs be batched (grouped together) and transmitted at certain hours of the day? If so, please identify the daily cut-off time for CLECs to submit orders.
- PLNI-IR-42 Please identify the planned hours of operation for the department(s) processing ASRs and LSRs.

Maintenance

- PLNI-IR-43 Please describe the Company's procedures that CLECs must follow to initiate a trouble ticket.

- PLNI-IR-44 Please describe the Company's mean-time-to-repair (MTTR) commitment for both access services and local services.
- PLNI-IR-45 Please identify whether the Company intends to provide real-time trouble ticket status through a web interface or otherwise.

Billing

- PLNI-IR-46 Please describe generally the resources assigned to address CLEC billing issues. For example, please describe the number and location of employees assigned to address CLEC billing issues, the training of such employees, and whether those same employees will also be tasked to address the Company's retail billing issues.
- PLNI-IR-47 Does the Company intend to utilize more than one billing platform?
- PLNI-IR-48 Does the Company plan to outsource any billing or collections functions? If so, which functions and to what entity(ies)?
- PLNI-IR-49 How long does the Company anticipate it will take to transition CLEC billing from Verizon to the Company's new system?
- a. Please identify and describe the steps the Company will take to make the transition from Verizon's billing system to its own, including the timeline associated with each step.
 - b. Please describe the extent and type of testing of the Company's billing system the Company intends to undertake prior to completing the transition from Verizon's billing system.
- PLNI-IR-50 Please describe the Company's internal billing dispute resolution and escalation process (meaning the steps that will be taken before either party invokes formal dispute resolution procedures under an interconnection agreement).
- PLNI-IR-51 Will disputes be submitted via a web interface or e-mail?
- PLNI-IR-52 Please identify whether the conversion from Verizon's billing system to the Company's billing system will require a disconnect and new order for each circuit?
- PLNI-IR-53 Will the Company's billing system be compatible with BillTamer?

Publication of practices and procedures

- PLNI-IR-54 Does the Company intend to establish a reference guide for processes and procedures governing the ordering and provisioning of wholesale and interconnection services? If so, will the guide be maintained on the web and when will it become available?

Ancillary services

- PLNI-IR-55 Does the Company plan to adopt Verizon Hawaii's Collocation Tariff? When will the Company determine if modifications to the Collocation Tariff are necessary to reflect the separation from Verizon's mainland support operations?
- PLNI-IR-56 PLNI currently uses a Verizon application called PSALI to enter the customer location for E911 calls that originate from a PLNI customer. Does the Company intend to use the same application following the termination of the Transition Services Agreement? If not, please describe the Company's plan for provisioning E911 service.
- PLNI-IR-57 Please explain whether and to what extent the applicants' proposed transfer of control will grant the Company operational and/or managerial control of Verizon's cable landing stations in Hawaii, and provide all documentation that will govern the Company's control of Verizon's cable landing stations in Hawaii.

Pricing for CLEC Services

- PLNI-IR-58 Does the Company intend to seek modification of any UNE rates in Hawaii? If so, please describe the Company's proposal(s) in detail. If not, under what circumstances would the Company seek modification of UNE rates in Hawaii?
- PLNI-IR-59 Assuming that Verizon's strategy to dismantle Verizon Hawaii's was a benefit to competition, please explain how the Company intends to fund the design, implementation and staffing of an entire back office without increasing the rates it charges for Section 251 services.
- PLNI-IR-60 Please state the percentage and dollar value of the "merger savings" from the prior merger between GTE Corporation and Bell Atlantic that Verizon used to construct or upgrade facilities used in the provisioning of Section 251 services.
- PLNI-IR-61 Does the Company intend to charge the 11.23% PUC surcharge on local services, authorized under Order No. 15345 in Docket No. 94-0298 and Docket No. 95-0194 (consolidated) for Verizon to recover costs related to Hurricane Iniki?
- PLNI-IR-62 Does the Company intend to adopt Verizon's PUC tariffs? If so, for how long? If not, will the Company's tariff(s) be available for review prior to closing?
- PLNI-IR-63 Does the Company intend to adopt Verizon's FCC tariffs for access services? If so, for how long? If not, will the Company's tariff(s) be available for review prior to closing?
- PLNI-IR-64 Whether through a fund investment or financing facility, does, or will, any other telecommunications carrier have an investment interest or financing interest in the proposed transfer of control, and will such telecommunications carrier have any control or influence over the rates and prices the Company will charge for any CLEC services? If so, please identify such telecommunications carriers, and

provide copies of any agreement or other documentation that governs such control or influence, regardless of whether the terms of such control or influence will occur now or in the future.

- PLNI-IR-65 Does Carlyle, or any of its subsidiaries, have a present plan to combine or bundle the assets to be acquired in the proposed merger transaction with any other assets, and to sell the consolidated assets to a third party?
- PLNI-IR-66 Please identify any agreements, pending agreements, term sheets, and/or negotiations the Company may have concerning Section 251 services involving other telecommunications carriers, and provide copies of any such agreements, pending agreements, and/or term sheets.
- PLNI-IR-67 Please identify any telecommunications carriers that submitted “an expression of interest in purchasing the assets and operations involved in the Merger Transaction,” and state whether any such telecommunications carriers tendered an offer. [Ref: Application at p. 7]

CLEC Account Manager

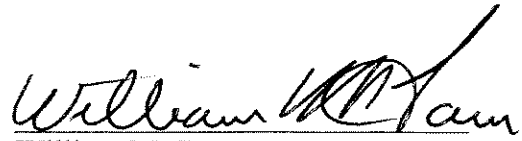
- PLNI-IR-68 Will the Company assign a single account manager to cover all services ordered by the CLEC or will there be account managers assigned by type of service?

Joinder and Adoption of TWC and Other Party Requests For Information

PLNI hereby joins, adopts and incorporates by reference any IRs propounded to the Applicants by Time Warner Communications of Hawaii, LP (TWC) in its First Submission of IRs, and PLNI expressly reserves the right to serve the Applicants with Supplemental IRs based on the Applicants’ responses to TWC’s First Submission of IRs.

PLNI further joins, adopts and incorporates by reference any IRs propounded to the Applicants by any other party to this proceeding and, to the extent such IRs relate to Issue 10 in the parties’ Stipulated Prehearing Order, PLNI expressly reserves the right to serve the Applicants with supplemental IRs based upon the Applicants’ responses to any other parties’ IRs.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "William M. Tam". The signature is fluid and cursive, with a long, sweeping line extending from the end of the name.

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Attorneys for Pacific LightNet, Inc.

August 30, 2004

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this date I caused a true and correct copy of the foregoing to be served on the following persons by facsimile, hand-delivery or U.S. mail, postage prepaid (as indicated below) to their respective addresses:

	HAND- DELIVERED	FAX	MAILED
JON S. ITOMURA, ESQ. Division of Consumer Advocacy 335 Merchant Street, Room 326 Honolulu, HI 96813 Attorney for the Division of Consumer Advocacy, Department of Commerce and Consumer Affairs	()	()	(X)
PARADISE MERGERSUB, INC. Attention: Mr. William E. Kennard c/o The Carlyle Group 1001 Pennsylvania Avenue, N.W. Washington, D.C. 20004-2505	()	()	(X)
ALAN M. OSHIMA, ESQ. MICHAEL H. LAU, ESQ. KENT D. MORIHARA, ESQ. Oshima Chun Fong & Chung LLP 841 Bishop Street, Suite 400 Honolulu, HI 96813 Attorneys for Applicant Paradise MergerSub, Inc.	()	()	(X)
LESLIE ALAN UEOKA, ESQ. BLANE T. YOKOTA, ESQ. Verizon Corporate Services Group Inc. P. O. Box 2200 Honolulu, HI 96841 Attorneys for GTE Corporation, Verizon Hawaii Inc., Bell Atlantic Communications, Inc., and Verizon Select Services Inc.	()	()	(X)

	HAND- DELIVERED	FAX	MAILED
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**HAND-
DELIVERED**

FAX

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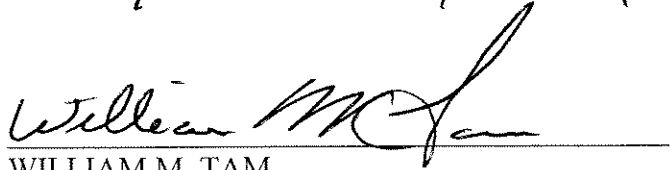
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(X)

DATED: Honolulu, Hawai'i,

August 30, 2004



WILLIAM M. TAM

Attorneys for Pacific LightNet, Inc.